

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* GREENBERG MAURICE R (Last) (First) (Middle) 399 PARK AVENUE 17TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 01/04/2006	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/08/2005		J		41,638 ⁽¹⁾⁽²⁾⁽³⁾	D	\$0.00	3,070,819	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock	12/30/2005		J		2,175,895 ⁽¹⁾⁽²⁾⁽⁴⁾	A	\$0.00	5,246,714	I	See Footnotes ⁽¹⁾⁽²⁾⁽⁴⁾
Common Stock	12/30/2005		J		60,656 ⁽¹⁾⁽²⁾⁽⁵⁾	A	\$0.00	5,307,370	I	See Footnotes ⁽¹⁾⁽²⁾⁽⁵⁾
Common Stock	01/04/2006		J		135,925 ⁽¹⁾⁽²⁾⁽⁶⁾	A	\$0.00	5,443,295	I	See Footnotes ⁽¹⁾⁽²⁾⁽⁶⁾
Common Stock								43,488,151	D ⁽⁷⁾	
Common Stock								106,627	I	See Footnotes ⁽⁸⁾
Common Stock								18,644,278	I	See Footnotes ⁽¹⁾⁽⁹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Prior to the reported transactions, Mr. Greenberg held 10.847% of the total outstanding shares of voting and nonvoting common stock of C. V. Starr & Co., Inc. ("CV Starr") and had the right to direct the voting of 32.271% of the shares of voting common stock of CV Starr including 19.522% as a result of certain irrevocable proxies granted to Mr. Greenberg by certain other stockholders of CV Starr, which proxies expire at or prior to 11:59 p.m., New York City time, on January 17, 2006. CV Starr beneficially owns 28,692,968 shares of American International Group, Inc. ("AIG") common stock, excluding 18,644,278 shares of AIG common stock that are held by C. V. Starr & Co., Inc. Trust (the "CV Starr Trust"), for which CV Starr is a beneficiary and Mr. Greenberg is a trustee.
- As a result of the factors discussed in footnote 1 above, Mr. Greenberg may be deemed to have a pecuniary interest in the shares of AIG common stock beneficially owned by CV Starr. Mr. Greenberg believes that any pecuniary interest he may have in shares of AIG common stock beneficially owned by CV Starr does not exceed the percentage of his common stock ownership of CV Starr. Accordingly, Mr. Greenberg has reported only the effect on his proportionate interest in CV Starr of the transactions by CV Starr in its voting and nonvoting common stock. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by CV Starr.
- Due to transactions on December 8, 2005 between CV Starr and persons other than Mr. Greenberg, the number of outstanding shares of voting common stock of CV Starr increased by 250 shares and the number of outstanding shares of nonvoting common stock of CV Starr increased by 250 shares, causing Mr. Greenberg's proportionate interest in CV Starr to decrease to 10.702%.
- On December 30, 2005, CV Starr accepted for payment 11,000 shares of its voting common stock and 4,500 shares of its nonvoting common stock from persons other than Mr. Greenberg in the initial offering period of its self tender offer commenced on December 1, 2005, causing Mr. Greenberg's proportionate interest in CV Starr to increase to 18.286%.
- Due to a transaction on December 30, 2005 between CV Starr and a person other than Mr. Greenberg, the number of outstanding shares of voting common stock of CV Starr decreased by 250 shares, causing Mr. Greenberg's proportionate interest in CV Starr to increase to 18.497%.
- Due to a transaction on January 4, 2006 between CV Starr and a person other than Mr. Greenberg, the number of outstanding shares of voting common stock of CV Starr decreased by 540 shares, causing Mr. Greenberg's proportionate interest in CV Starr to increase to 18.971%. Following the foregoing reported transactions, Mr. Greenberg has the right to direct the voting of 35.921% of the outstanding shares of voting common stock of CV Starr, including 15.755% as a result of certain irrevocable proxies granted to Mr. Greenberg by certain other stockholders of CV Starr, which proxies expire at or prior to 11:59 p.m., New York City time, on January 17, 2006.
- Mr. Greenberg holds 43,488,151 shares of common stock of AIG directly (52 individually and 43,488,099 as a tenant in common with his wife).
- 106,627 shares of common stock of AIG are held in family trusts for which Mr. Greenberg is the trustee. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the

shares of AIG common stock held by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by the family trusts.

9. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock held by the CV Starr Trust. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by the CV Starr Trust.

Remarks:

Mr. Greenberg may be deemed to beneficially own more than 10% of the common stock of American International Group, Inc. under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a result of him being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

By: /s/ Maurice R. Greenberg 01/11/2006

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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